

QUINN EMANUEL URQUHART & SULLIVAN, LLP

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*Special Counsel For The Official Committee
Of Unsecured Creditors Of
Lehman Brothers Holdings Inc., et al.*

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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	:	
In re:	:	
	:	Chapter 11
	:	
LEHMAN BROTHERS HOLDINGS INC.,	:	
<u>ET AL.</u>,	:	Case No. 08-13555 (JMP)
	:	
	:	(Jointly Administered)
Debtors.	:	
	:	
	:	
-----X	:	

**EIGHTH SUPPLEMENTAL DECLARATION OF SUSHEEL KIRPALANI
IN SUPPORT OF APPLICATION OF OFFICIAL COMMITTEE OF UNSECURED
CREDITORS OF LEHMAN BROTHERS HOLDINGS INC., ET AL., UNDER
11 U.S.C. §§ 328 AND 1103 AND FED. R. BANKR. P. 2014 AND 5002, FOR
ORDER AUTHORIZING RETENTION AND EMPLOYMENT OF QUINN
EMANUEL URQUHART & SULLIVAN, LLP, AS SPECIAL COUNSEL,
NUNC PRO TUNC TO SEPTEMBER 17, 2008**

Susheel Kirpalani hereby declares, under penalty of perjury:

1. I am a member of Quinn Emanuel Urquhart & Sullivan, LLP ("Quinn Emanuel"), a law firm with offices at 51 Madison Avenue, New York, New York 10010, and in Los Angeles, Chicago, San Francisco, Silicon Valley, California, London, England, Mannheim, Germany and Tokyo, Japan.

2. I submit this declaration (the “Eighth Supplemental Declaration”) in connection with Quinn Emanuel’s representation of the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Lehman Brothers Holdings Inc. (“LBHI”) and its affiliated debtors in possession (collectively, the “Lehman Debtors”), as special counsel, *nunc pro tunc* effective as of September 17, 2008, in the above-captioned cases. Quinn Emanuel was retained upon application, dated October 21, 2008 (the “Application”), by the Creditors’ Committee, pursuant to sections 328 and 1103(a) of title 11 of the United States Code, 11 U.S.C. §§ 101 et seq. (the “Bankruptcy Code”), and Rules 2014 and 5002 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”).

3. Unless otherwise stated in this declaration, I have personal knowledge of the facts set forth herein. I will supplement the disclosures made in the Declarations (as defined below) if additional relevant information becomes available during the pendency of these cases.

4. I initially filed a declaration (the “Initial Declaration”), dated October 21, 2008, contemporaneously with the Application. On November 10, 2008, I filed a supplemental declaration in support of the Application (the “First Supplemental Declaration”). On December 8, 2008, I filed a second supplemental declaration in support of the Application (the “Second Supplemental Declaration”). On March 4, 2009, I filed a third supplemental declaration in support of the Application (the “Third Supplemental Declaration”). On June 26, 2009, I filed a fourth supplemental declaration in support of the Application (the “Fourth Supplemental Declaration”). On December 18, 2009, I filed a fifth supplemental declaration in support of the Application (the “Fifth Supplemental Declaration”). On August 4, 2010, I filed a sixth supplemental declaration in support of the Application (the “Sixth Supplemental Declaration”). On December 7, 2010, I filed a seventh supplemental declaration in support of the Application

(the “Seventh Supplemental Declaration” and, together with the Initial Declaration, First Supplemental Declaration, Second Supplemental Declaration, Third Supplemental Declaration, Fourth Supplemental Declaration, Fifth Supplemental Declaration, and Sixth Supplemental Declaration, the “Declarations”).

5. On November 21, 2008, the Bankruptcy Court entered the Final Order Under 11 U.S.C. §1103(a) And Fed. R. Bankr. P. 2014 and 5002, Authorizing Retention And Employment Of Quinn Emanuel Urquhart Oliver & Hedges, LLP As Special Counsel To The Official Committee Of Unsecured Creditors Of Lehman Brothers Holdings Inc. Et AL., Nunc Pro Tunc To September 17, 2008 (the “Final Order”). Among other things, the Final Order granted the Application and approved Quinn Emanuel’s retention as special counsel to the Creditors’ Committee.

6. On January 3, 2011, Abhishek Bapna, an attorney formerly associated with Jones Day LLP (“Jones Day”), joined Quinn Emanuel as an associate in Quinn Emanuel’s New York office. While at Jones Day, Mr. Bapna represented certain of the Lehman Debtors in litigation matters, including two adversary proceedings styled as Lehman Brothers Holding Inc., et al. v. Nomura International PLC, Adv. No. 10-3228 (JMP) (Bankr. S.D.N.Y.) and Lehman Brothers Holdings Inc., et al. v. Nomura Securities Co., Ltd., Adv. No. 10-3229 (JMP)(Bankr. S.D.N.Y.).

7. Mr. Bapna’s representation of the Lehman Debtors ceased upon joining Quinn Emanuel. Out of an abundance of caution, Quinn Emanuel has instructed Mr. Bapna not to bring his files relating to the Lehman Debtors to Quinn Emanuel, and will employ appropriate walling mechanisms to ensure that no confidential information about the Lehman Debtors is disclosed, even informally, to any attorney representing the Creditors’ Committee.

8. On February 14, 2011 Maria Ginzburg joined Quinn Emanuel's New York office as a partner. Ms. Ginzburg was formerly a partner at Kirkland & Ellis LLP ("Kirkland"). While at Kirkland, Ms. Ginzburg represented the Liquidators of Lehman Brothers Australia Limited (the "Liquidators") in a matter related to the Chapter 11 Cases.

9. Ms. Ginzburg's representation of the Liquidators ceased upon joining Quinn Emanuel. Out of an abundance of caution, Quinn Emanuel has instructed Ms. Ginzburg not to bring her files relating to the Liquidators to Quinn Emanuel, and will employ appropriate walling mechanisms to ensure that no confidential information about the Liquidators is disclosed, even informally, to any attorney representing the Creditors' Committee.

10. The foregoing statements are true and correct to the best of my knowledge, information and belief.

February 15, 2011

/s/ Susheel Kirpalani
Susheel Kirpalani
A Member of the Firm